

**BYLAWS**  
**TIN CUP CIVIC ASSOCIATION**  
A Colorado Nonprofit Corporation  
Revised 7/25/2020

**ARTICLE I**  
**Meeting**

**SECTION 1. Place of the meeting.** Any and all meetings of the members and of the Board of Directors of this "Corporation" shall be held in the former Town of Tin Cup, Colorado.

**SECTION 2. Annual meeting of members.** An "Annual Meeting" of the members shall be held in each on the last Saturday in July at 1:00 p.m. at the Tin Cup Town Hall Moved to Article VI Section 3]

**SECTION 3. Notice of Annual Meeting of members.** At least thirty days prior to the date fixed by Section 2 of this article for the holding of the Annual Meeting of members, written notice of the time, and place of such meeting shall be mailed, or emailed as hereinafter provided, to each member entitled to vote, at such meeting.

**SECTION 4. Order of business at Annual Meeting.** The order of business at the Annual Meeting of the members shall be as follows:

- (a) Roll call
- (b) Reading notice and proof of mailing
- (c) Reading of minutes of last preceding meeting
- (d) Report of President
- (e) Report of Secretary
- (f) Report of Treasurer
- (g) Election of directors
- (h) Old business
- (i) New business
- (j) Adjournment

Provided that, in the absence of any objection, the presiding officer may vary the order of business at their discretion.

**SECTION 5. Special meetings of members.** A "Special Meeting" of the members may be called at any time by the President, or by a majority of the Board of Directors. The method by which such meeting maybe called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, the Secretary shall prepare, sign, and mail, or email, the notices requisite to such meeting.

**SECTION 6. Notice of Special Meeting of members.** At least thirty days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of such meeting shall be mailed or emailed, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

**SECTION 7. Organization meeting of the Board.** At the place of holding the Annual Meeting of members and immediately following the same, the Board of Directors as constituted upon final adjournment of such Annual Meeting shall convene for the purpose of electing officers -and transacting any other business properly brought before it.

**SECTION 8. Regular meetings of the Board.** Regular meetings of the Board of Directors shall be held not less frequently than twice in each year at such time and place as the Board of Directors shall from time to time determine. Board meetings may be held via email correspondence among Board members. No notice of regular meetings of the Board shall be required.

**SECTION 9. Special meetings of the Board.** Special meetings of the Board of Directors may be called by the President at any time by means of such written notice by mail or email. These meetings may be held via email correspondence among Board members.

**SECTION 10. Notice and mailing.** All notices required to be given by any provision of these bylaws shall state authority pursuant to which they are issued and shall bear the written or electronic facsimile signature of the Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, postage prepaid, addressed to the sendee at his, her or its last address appearing upon the membership record of this Corporation. Notification by email also meets the requirements of this provision.

**SECTION 11. Waiver of notice.** Notice of the place and purpose of any meeting of the members or the Board of Directors may be waived, by written notice before such meeting has been held. Email notification is also accepted under this provision.

## ARTICLE II

### Quorum

**SECTION 1. Quorum of members.** Presence in person or by proxy of twenty (20) per cent of the members with voting rights in this corporation, shall constitute a quorum at any meeting of the members.

**SECTION 2. Quorum of Directors.** A majority of the Directors shall constitute a quorum.

## ARTICLE III

### Voting, Elections and Proxies

**SECTION 1. Voting entitlement.** Except as the article or an amendment, or amendments thereto otherwise provide, each member shall, at every meeting of the members, be entitled to one vote in person or by proxy.

**SECTION 2. Proxies.** No proxy shall be deemed operative unless and until signed by the member and filed with the Corporation. A proxy shall be valid only for the meeting date so specified in said proxy.

**SECTION 3. Vote by shareholder corporation.** Any other corporation owning voting shares in this Corporation may vote on the same by the president of such shareholder corporation, or by proxy appointed by him or her, unless some other person shall be appointed to vote upon such shares by resolution of the board of directors of such shareholder corporation.

## ARTICLE IV

### Board of Directors

**SECTION 1. Number and term of Directors.** The business, property and affairs of this Corporation shall be managed by a "**Board of Directors**" composed of seven persons who shall be members of this Corporation. Each Director shall hold office for the term of three years and until his or her successor is elected and qualified.

**SECTION 2. Vacancies.** Vacancies in the Board of Directors shall be filled by appointment made by the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his or her successor has been elected by the members, who may make such election at their next Annual Meeting or at any special meeting duly called for that purpose and held prior thereto.

**SECTION 3. Action by unanimous written consent.** If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors. Email correspondence also constitutes written consent.

**SECTION 4. Power to make bylaws.** The Board of Directors shall have power to make and alter any bylaw or bylaws, including the fixing and altering of the number of the Directors, provided, that the Board shall not make or alter any bylaw or bylaws fixing the qualifications, or term of office of any member or members of the then existing Board. Any change to the bylaws must be ratified by the membership, prior to any action on it, at the next Annual Meeting by a majority vote.

**SECTION 5. Power to elect officers.** The Board of Directors shall select a President, one or more Vice Presidents, a Secretary and a Treasurer, or a Secretary-Treasurer. No officer except the President need be a member of the Board, but a Vice President who is not a Director shall not succeed to nor fill the office of President.

**SECTION 6. Power to appoint other officers and agents.** The Board of Directors shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation.

**SECTION 7. Removal of officers and agents.** Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board, the business interests of the Corporation will be served thereby.

**SECTION 8. Power to fill vacancies.** The Board shall have power to fill any vacancy in any office occurring for any reason whatsoever.

**SECTION 9. Delegation of powers.** For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

**SECTION 10. Power to require bonds.** The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of his or her duties.

**SECTION 11. Compensation.** Board members shall serve as volunteers without compensation, except for expenses approved by the treasurer, and shall obey strict fiduciary duty to the members. No Board member shall be a vendor to the Corporation during his or her term, nor vote upon any contract to which he or she seeks.

## **ARTICLE V**

### **Officers**

**SECTION 1. President.** The "President" shall be selected by, and from the membership of, the Board of Directors. He or she shall be the chief executive officer of the Corporation. He or she shall preside over all meetings of the Board and of the members. He or she shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He or she shall

be an ex-officio member of all committees and shall have the general, powers and duties of supervision and management usually vested in the office of president of a corporation.

**SECTION 2. Vice presidents.** At least one "**Vice President**" shall be chosen from the membership of the Board. Such Vice Presidents are Board members, and in the order of their seniority, shall perform the duties and exercise the powers of the President during the absence or disability of the President.

**SECTION 3. Secretary.** The "**Secretary**" shall attend all meetings of the members and of the Board of Directors, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. For email meetings, the Secretary shall maintain a record (either a summary or an email history, either in digital or hardcopy format) of each email meeting of the Board. He or she shall safely keep in his custody the seal of the Corporation and shall have authority to affix the same to all instruments where its use is required. He or she shall give all notices required by statute, bylaw or resolution. He or she shall perform such other duties as may be delegated to him or her by the Board of Directors.

**SECTION 4. Treasurer.** The "**Treasurer**" shall have custody of all corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements; he or she shall deposit all moneys, securities and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board, making proper vouchers for such disbursements, and shall render to the President and directors at the regular meetings of the Board, and the President and directors at the regular meetings of the members, and whenever requested by them, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board, he or she shall deliver to the President of the Corporation and shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of his or her office, and for restoration to the Corporation in case of his or her death, resignation, retirement or removal from office, of all books; papers, vouchers, money and property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

## ARTICLE VI

### Execution of Instruments

**SECTION 1. Checks, etc.** All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be

countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

**SECTION 2. Contracts, conveyances, etc.** When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President, or any Vice President, and the Secretary, or assistant secretary, may execute the same in the name and behalf of this Corporation and may affix the corporate seal thereto. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this Corporation.

**SECTION 3. Keeping of the corporate records.** The original corporate records for each Fiscal Year shall be kept and maintained by the Secretary. The "**Fiscal Year**" for the corporation shall be August 1 through July 31.

**SECTION 4. The corporate address.** The Corporation shall keep and maintain a permanent mailing address in the town of Tin Cup or the nearest postal delivery unit where all correspondence with the Corporation shall be addressed.

## **ARTICLE VII**

### **Membership and Dues**

SECTION 1. Dues. The dues of all members shall be a sum of \$25.00 per person for each Fiscal Year, payable annually on or before the day of the Annual Meeting of the Fiscal Year, but not after the Annual Meeting has come to order.

SECTION 2. Failure to pay dues. Any member who fails to make payment of dues as described above will be considered in default of payment of dues and shall be ipso facto suspended from all voting privileges for that year.

SECTION 3. Changes to amount of dues. The Board of Directors shall, at its discretion, have the authority to increase, decrease or eliminate dues for any year. An increase or decrease in dues of more than \$5.00 per year shall require approval of the membership.

## **ARTICLE VIII**

### **Amendment of Bylaws**

**SECTION 1. Amendments, how effected.** These bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a two-thirds majority of the voting members present at an Annual Meeting. Any new amendment proposed at a meeting, other than ratification of a Board passed amendment, shall not be voted upon until the following year's Annual

Meeting, and notice of such proposal with exact wording as proposed, shall be mailed or emailed out to the members in the interlude between Annual Meetings. However, no change of the date for the Annual Meeting of members shall be made within thirty days before the day on which such meeting is to be held, unless consented to in writing, or by resolution adopted at a meeting, by all members entitled to vote at the Annual Meeting.